1293309



SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. (6-02)ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice. UNITED STATES OMB APPROVAL SECURITIES AND EXCHANGE COMMISSION OMB Number: 3235-0076 Washington, D.C. 20549 Expires: May 31, 2005 Estimated average burden hours per response... 1 FORM D NOTICE OF SALE OF SECURITIES SEC USE ONLY PURSUANT TO REGULATION D. Prefix Serial SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION DATE RECEIVED HEARTLAND-PRAIRIE FIRE NO.1, GP Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Filing Under (Check box(es) that []ULOE [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) apply): Type of Filing: [X]# [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) HEARTLAND-PRAIRIE FIRE NO. 1, GP Telephone Number (Including Address of Executive Offices (Number and Street, City, State, Zip Code) Area Code) 942 SEARCY WAYS, BOWLING GREEN, KENTUCKY, 42103 877 304 1040 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) **Brief Description of Business** DRILLING OF TWO (2) WELLS IN TEXAS Type of Business Organization [] limited partnership, already formed [] corporation [X] other (please specify): GENERAL PARTNERSHIP [] business trust [] limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: [5] [2004]] [X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [KY][]

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## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a
    class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

| Check Box(es) that Apply:                                                                          | [X] Promoter    | [ ] Beneficial Owner                                                                                           | [ ] Executive Officer                                                                                         | [ ] Director                                                                                                    |                                        | General and/or<br>Managing Partne        |
|----------------------------------------------------------------------------------------------------|-----------------|----------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------|------------------------------------------|
| Full Name (Last name first, i<br>HEARTLAND ENERGY INC                                              |                 |                                                                                                                |                                                                                                               |                                                                                                                 |                                        | **************************************   |
| Business or Residence Addr<br>942 SEARCY WAY, BOWL                                                 |                 |                                                                                                                | Code)                                                                                                         |                                                                                                                 |                                        |                                          |
| Check Box(es) that Apply:                                                                          | [X] Promoter    | [X] Beneficial Owner                                                                                           | [ X] Executive Officer                                                                                        | [X] Directo                                                                                                     | or [ ]                                 | General and/or<br>Managing Partne        |
| Full Name (Last name first, i<br>MARK HAYNES<br>Business or Residence Addr<br>942 SEARCY WAY, BOWL | ess (Number and |                                                                                                                | Code)                                                                                                         |                                                                                                                 |                                        |                                          |
| Check Box(es) that Apply:                                                                          | [X] Promoter [  | X] Beneficial Owner                                                                                            | [X] Executive Officer                                                                                         | [X] Director                                                                                                    | [X ]                                   | General and/or<br>Managing Partn         |
| Full Name (Last name first, i<br>DAVID STEWART                                                     | f individual)   | n Afrika (1980) kan na matana matana (1980) kan matana (1980) kan matana (1980) kan matana (1980) kan matana ( | Тока по пред фей в наполну у судений у чен у пред собе без се на под учен тере у пред собе в на под се на под |                                                                                                                 |                                        | Non-Non-Non-Non-Non-Non-Non-Non-Non-Non- |
| Business or Residence Addr<br>942 SEARCY WAY, BOWL                                                 | ess (Number and | Street, City, State, Zip                                                                                       | Code)                                                                                                         |                                                                                                                 |                                        |                                          |
| Check Box(es) that Apply:                                                                          | [ ] Promoter    | [ ] Beneficial Owner                                                                                           | [ ] Executive Officer                                                                                         | [ ] Director                                                                                                    |                                        | General and/or<br>Managing Partne        |
| Full Name (Last name first, i                                                                      | f individual)   |                                                                                                                |                                                                                                               | HIII China and Allina a | ************************************** | Til en en eg eg til blengen              |
| Business or Residence Addr                                                                         | ess (Number and | Street, City, State, Zip                                                                                       | Code)                                                                                                         |                                                                                                                 |                                        | **************************************   |
| Check Box(es) that Apply:                                                                          | [] Promoter     | [ ] Beneficial Owner                                                                                           | [ ] Executive Officer                                                                                         | [ ] Director                                                                                                    |                                        | General and/or<br>Managing Partne        |

| Full Na                     | me (Last na                                                                  | ame first,                           | if individu                               | al)                                     |                  |                              |                                        |                          |             |                                        |                       |                 |
|-----------------------------|------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------|-----------------------------------------|------------------|------------------------------|----------------------------------------|--------------------------|-------------|----------------------------------------|-----------------------|-----------------|
| Busine                      | ss or Resid                                                                  | ence Ado                             | dress (Nur                                | nber and                                | Street, City     | /, State, Zip                | Code)                                  |                          |             |                                        |                       |                 |
| Check                       | Box(es) tha                                                                  | t Apply:                             | [ ] Pi                                    | omoter                                  | [] Benefi        | cial Owner                   | [ ] Exe                                | ecutive Off              | icer []     | Director                               | [] General<br>Managin |                 |
| Full Na                     | me (Last na                                                                  | ame first,                           | if individu                               | al)                                     |                  |                              |                                        |                          |             |                                        |                       |                 |
| Busines                     | s or Reside                                                                  | ence Ado                             | dress (Nur                                | nber and                                | Street, City     | y, State, Zip                | Code)                                  |                          |             |                                        |                       |                 |
|                             | (                                                                            | (Use bla                             | nk sheet,                                 | or copy a                               | and use a        | dditional c                  | opies of t                             | his sheet,               | as necess   | ary.)                                  |                       |                 |
|                             |                                                                              |                                      |                                           | B. INI                                  | FORMATIO         | ON ABOUT                     | OFFERI                                 | NG                       |             |                                        |                       |                 |
| 1. Has                      | the issuer s                                                                 | old, or de                           | oes the iss                               | suer inten                              | d to sell, to    | non-accre                    | dited inve                             | stors in this            | s offering? |                                        |                       | Yes<br>[<br>X ] |
| 0.14/5                      |                                                                              |                                      |                                           |                                         | •                | pendix, Col                  |                                        | -                        |             |                                        |                       | 640             |
| z. wna                      | t is the mini                                                                | mum invi                             | esimeni ti                                | iat Will De                             | accepted         | irom any in                  | iuiviauai?.                            | 1/4 UNI1                 | •••••       | •                                      |                       | \$12<br>Yes     |
| 3. Does                     | the offerin                                                                  | g permit                             | joint owne                                | ership of a                             | single uni       | t?                           | •••••                                  |                          |             |                                        |                       | [ X             |
| person<br>states,<br>broker | sion or sim<br>to be listed<br>list the nam<br>or dealer, you<br>me (Last na | is an ass<br>se of the l<br>ou may s | sociated p<br>broker or o<br>set forth th | erson or a<br>dealer. If r<br>e informa | agent of a liner | broker or da<br>five (5) per | ealer regis<br>sons to be              | tered with<br>listed are | the SEC ar  | nd/or with                             |                       | ı               |
|                             | `                                                                            |                                      |                                           | ·                                       |                  | O. 1. =:                     |                                        |                          |             |                                        |                       | r               |
|                             | ss or Reside                                                                 |                                      |                                           |                                         | Street, City     | y, State, Zip                | Code)                                  |                          |             |                                        |                       |                 |
| Name o                      | of Associate                                                                 | ed Broker                            | r or Deale                                | ·                                       |                  |                              | ~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~ |                          |             |                                        |                       | ı               |
|                             | n Which Pe<br>'All States"                                                   |                                      |                                           |                                         |                  | Solicit Pur                  | chasers                                |                          |             | r                                      | ] All States          |                 |
| [AL]                        | [AK]                                                                         | [AZ]                                 | [AR]                                      | [CA]                                    | [CO]             | [CT]                         | [DE]                                   | [DC]                     | [FL]        | [GA]                                   | [HI]                  | [ID]            |
| [IL]                        | [IN]                                                                         | [IA]                                 | [KS]                                      | [KY]                                    | [LA]             | [ME]                         | [MD]                                   | [MA]                     | [MI]        | [MN]                                   | [MS]                  | [MO]            |
| MT]                         | [NE]                                                                         | [NV]                                 | [NH]                                      | [NJ]                                    | [NM]             | [NY]                         | [NC]                                   | [ND]                     | [OH]        | [OK]                                   | [OR]                  | [PA]            |
| RI]                         | [SC]                                                                         | [SD]                                 | [TN]                                      | [XT]                                    | [UT]             | [VT]                         | [VA]                                   | [WA]                     | [WV]        | [WI]                                   | [WY]                  | [PR]            |
|                             | me (Last na                                                                  |                                      |                                           | ·                                       |                  |                              |                                        |                          |             |                                        |                       | ,               |
|                             | s or Reside                                                                  |                                      |                                           |                                         | Street, City     | y, State, Zip                | Code)                                  |                          |             |                                        |                       | ,               |
|                             | of Associate                                                                 |                                      |                                           | ······                                  |                  | 0 : : 5                      |                                        |                          |             | ·                                      | ·                     | ı               |
|                             | n Which Pe<br>'All States" (                                                 |                                      |                                           |                                         |                  | Solicit Pur                  | cnasers                                |                          |             | ſ                                      | ] All States          |                 |
| `<br>[AL]                   | [AK]                                                                         | [AZ]                                 | [AR]                                      | [CA]                                    | [CO]             | [CT]                         | [DE]                                   | [DC]                     | [FL]        | [GA]                                   | [HI]                  | [1D]            |
| [IL]                        | [IN]                                                                         | [IA]                                 | [KS]                                      | [KY]                                    | [LA]             | [ME]                         | [MD]                                   | [MA]                     | [MI]        | [MN]                                   | [MS]                  | [MO]            |
| [MT]                        | [NE]                                                                         | [NV]                                 | [NH]                                      | [NJ]                                    | [NM]             | [NY]                         | [NC]                                   | [ND]                     | [OH]        | [OK]                                   | [OR]                  | [PA]            |
| [RI]                        | [SC]                                                                         | (SD)                                 | [TN]                                      | [XT]                                    | [UT]             | [VT]                         | [VA]                                   | [WA]                     | [WV]        | [WI]                                   | [WY]                  | [PR]            |
| Full Nai                    | me (Last na                                                                  | ame first,                           | if individu                               | al)                                     |                  |                              |                                        |                          |             |                                        |                       |                 |
| Busines                     | s or Reside                                                                  | ence Ado                             | dress (Nur                                | nber and                                | Street, City     | y, State, Zij                | o Code)                                |                          |             |                                        |                       |                 |
| Name o                      | of Associate                                                                 | ed Broker                            | r or Deale                                | r                                       |                  |                              |                                        |                          |             |                                        |                       |                 |
| States i                    | n Which Pe                                                                   | erson Liet                           | ted Has S                                 | olicited or                             | Intends to       | Solicit Pur                  | chasers                                | ·····                    | <del></del> | ······································ |                       | 1               |

| [AL]<br>[IL]                                                                                             |                                                                                                                      |                                                                                                                      | [AR]                                                                           | States)<br>[CA]                                                                                   | [CO]                                                                                   | [CT]                                                                                                     | [DE]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | [DC]                                                                 | [FL]               | [ ]<br>[GA]           | All State [HI]                        | [ID]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
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|                                                                                                          | [AK]                                                                                                                 | [AZ]                                                                                                                 | [KS]                                                                           | [CA]<br>[KY]                                                                                      | -                                                                                      | [ME]                                                                                                     | [DL]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | [DC]<br>[MA]                                                         | [, ∟]<br>[Mi]      | [MN]                  | [MS]                                  | [MO]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| -                                                                                                        | [IN]                                                                                                                 | [A]                                                                                                                  |                                                                                | • •                                                                                               | [LA]                                                                                   |                                                                                                          | [NC]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | [ND]                                                                 | [OH]               | [OK]                  | [OR]                                  | [PA]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| MT]<br>RI]                                                                                               | [NE]<br>[SC]                                                                                                         | [NV]<br>[SD]                                                                                                         | [NH]<br>[TN]                                                                   | [NJ]<br>[TX]                                                                                      | [MM]<br>[UT]                                                                           | [NY]<br>[VT]                                                                                             | [VA]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | [WA]                                                                 | [WV]               | [UK]                  | [WY]                                  | [PR]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| /·I                                                                                                      | (SC)                                                                                                                 | [OD]                                                                                                                 | [11A]                                                                          | ادرا                                                                                              | [01]                                                                                   | [A   1]                                                                                                  | [^^]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | [447]                                                                | [44.4]             | [441]                 | [** ']                                | [, i,]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|                                                                                                          |                                                                                                                      | (Use piai                                                                                                            | iik Sileet,                                                                    | ог сору аг                                                                                        | iu use ac                                                                              | lditíonal c                                                                                              | opies of t                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | ns sneet,                                                            | as fieces          | Sai y.,               |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| . Enter t                                                                                                |                                                                                                                      |                                                                                                                      |                                                                                |                                                                                                   |                                                                                        | ESTORS, E                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                      |                    | OCEEDS                |                                       | and the second s |
| heck this                                                                                                | s box " a                                                                                                            |                                                                                                                      | te in the co                                                                   |                                                                                                   |                                                                                        | transactio<br>nounts of th                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                      |                    |                       |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Type                                                                                                     | e of Secu                                                                                                            | urity                                                                                                                |                                                                                |                                                                                                   |                                                                                        |                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                      |                    | Aggrega<br>Offering F |                                       | Amount Alread<br>Sold                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
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| Equi                                                                                                     | ity                                                                                                                  | •••••                                                                                                                |                                                                                |                                                                                                   |                                                                                        |                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                      |                    | \$                    | \$                                    | )                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
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|                                                                                                          |                                                                                                                      |                                                                                                                      |                                                                                | warrants)                                                                                         |                                                                                        |                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                      |                    | \$                    |                                       | 51,248,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
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| To                                                                                                       | otal                                                                                                                 |                                                                                                                      |                                                                                |                                                                                                   |                                                                                        | if filing und                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                      |                    | \$1,248,600           | \$                                    | 1248,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| ndicate th                                                                                               | he numb                                                                                                              | er of pers                                                                                                           | ons who h                                                                      | nave purch                                                                                        | ased seci                                                                              | rchases. Fourties and "none" or                                                                          | the aggreg                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                      |                    |                       |                                       | Aggregate<br>Dollar Amount                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Non-                                                                                                     | -accredit                                                                                                            | ted Invest                                                                                                           | ors                                                                            | 4 only)                                                                                           | •••••                                                                                  |                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                      |                    | Number Inve           |                                       | of Purchases<br>8886,506<br>8149,832                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Non-                                                                                                     | -accredit                                                                                                            | ted Investings unde                                                                                                  | orser Rule 504                                                                 | <br>4 only)                                                                                       |                                                                                        |                                                                                                          | der ULOE.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                      |                    | 19                    |                                       | of Purchases<br>8886,506<br>8149,832                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Non-<br>Tot<br>. If this fi<br>ecurities                                                                 | -accredit<br>al (for fil<br>lling is fo<br>sold by<br>e first sa                                                     | ings unde Answe or an offerithe issue                                                                                | ors<br>r Rule 504<br>r also in A<br>ing under<br>r, to date,                   | 4 only)<br>ppendix, C<br>Rule 504 c<br>in offerings                                               | column 4,<br>or <u>505</u> , en                                                        |                                                                                                          | rmation red                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | lve (12) m                                                           | · all<br>onths     | 19                    |                                       | of Purchases<br>8886,506<br>8149,832                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Non-<br>Tot<br>. If this fi<br>ecurities<br>rior to th<br>uestion                                        | al (for fil<br>al (for fil<br>ling is fo<br>sold by<br>e first sa<br>1.                                              | ted Investings unde Answe or an offerithe issue ale of secu                                                          | ors                                                                            | 4 only)<br>ppendix, C<br>Rule 504 c<br>in offerings                                               | olumn 4,<br>or <u>505</u> , en<br>s of the ty<br>Classify                              | if filing und<br>ter the info<br>pes indicat<br>securities t                                             | rmation red                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | lve (12) m                                                           | all<br>onths<br>C- | 19                    | g g g g g g g g g g g g g g g g g g g | of Purchases<br>6886,506<br>6149,832<br>6<br>Dollar Amount                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Non-<br>Tot<br>. If this fi<br>ecurities<br>rior to th<br>luestion<br>Type<br>Rule                       | al (for fill ling is for sold by e first sa 1.                                                                       | ted Investings unde Answe or an offerithe issue ale of secu                                                          | ors<br>er Rule 504<br>r also in A<br>ing under<br>r, to date,<br>urities in th | a only)                                                                                           | column 4,<br>or <u>505</u> , en<br>s of the ty<br>Classify                             | if filing und<br>ter the info<br>pes indicat<br>securities t                                             | rmation red                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | lve (12) m                                                           | all<br>onths<br>C- | 19                    | g g g g g g g g g g g g g g g g g g g | of Purchases<br>6886,506<br>6149,832<br>6<br>Dollar Amount                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
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| Non-<br>Tot<br>If this fi<br>ecurities<br>rior to th<br>luestion<br>Type<br>Rule<br>Rule<br>Rule         | al (for filling is for sold by e first sa 1.                                                                         | ted Investings unde Answe or an offerithe issue ale of secu                                                          | ors<br>er Rule 504<br>r also in A<br>ing under<br>r, to date,<br>urities in th | 4 only)<br>ppendix, C<br>Rule 504 c<br>in offerings<br>is offering.                               | olumn 4,<br>or <u>505</u> , en<br>s of the ty<br>Classify                              | if filing und<br>ter the info<br>pes indicat<br>securities t                                             | rmation red                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | lve (12) m                                                           | all<br>onths<br>C- | 19                    | g g g g g g g g g g g g g g g g g g g | of Purchases<br>6886,506<br>6149,832<br>6<br>6<br>Oollar Amount                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Non- Tot  If this fi ecurities rior to th luestion  Type Rule Regu Rule Tot  a. Furn ecurities he inform | al (for fill ling is for sold by e first sa 1.  e of offer by 505 ulation A 504 ish a sta in this conation m         | ted Investings under Answe or an offering attement of offering. Enay be giv                                          | orsors Rule 504 r also in A ing under r, to date, urities in the               | A only)                                                                                           | column 4, or 505, ender the tyle Classify Classify mection witing solely re conting    | if filing und<br>ter the info<br>pes indicat<br>securities t                                             | rmation red<br>ted, the two<br>by type listed<br>tance and contact and cont | elve (12) m<br>ed in Part (<br>distribution<br>nses of the           | all onths          | 19                    | g g g g g g g g g g g g g g g g g g g | of Purchases<br>8886,506<br>8149,832<br>6<br>9<br>9<br>9<br>9<br>9<br>9<br>9<br>9<br>9<br>9<br>9<br>9<br>9<br>9<br>9<br>9<br>9<br>9                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| If this firecurities rior to the uestion  Type Rule Regular Tote  a. Furn ecurities ne informot kno      | al (for fill ling is for sold by e first sa 1.  e of offer 505 ulation A 504 ish a station mation mwn, furn sfer Age | ted Investings under Answer an offerithe issue ale of securing attement of offering. Enay be givish an estent's Fees | er Rule 504 r also in A ing under r, to date, urities in the                   | ppendix, C Rule 504 c in offerings is offering. ses in con- counts relai- ject to futul check the | column 4, or 505, ender the tyle Classify  nection witing solely re conting box to the | if filing und ter the info pes indicat securities t securities t that the issue to organiz tencies. If t | rmation red<br>ted, the two<br>by type lists<br>ance and d<br>tation expended amount<br>e estimate.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | elve (12) med in Part (<br>distribution<br>nses of the<br>of an expe | all onths          | 19                    | urity [ ] 3                           | of Purchases<br>8886,506<br>8149,832<br>Sold                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |

Legal Fees .....

[X]\$6,000

| Accounting Fees                                                                                                                                                                                                              |                                                  | [X]\$1,000                                                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| Engineering Fees                                                                                                                                                                                                             |                                                  | [] \$                                                                                                          |
| Other Expenses (identify) MISCELLANEOUS                                                                                                                                                                                      |                                                  | [X]\$2,000                                                                                                     |
| Total                                                                                                                                                                                                                        |                                                  | [X]\$10,000                                                                                                    |
|                                                                                                                                                                                                                              |                                                  |                                                                                                                |
|                                                                                                                                                                                                                              |                                                  |                                                                                                                |
|                                                                                                                                                                                                                              |                                                  |                                                                                                                |
|                                                                                                                                                                                                                              |                                                  |                                                                                                                |
|                                                                                                                                                                                                                              |                                                  |                                                                                                                |
| b. Enter the difference between the aggregate offering price given in respons                                                                                                                                                | se to Part C - Question 1 and                    | I total \$1,238,600                                                                                            |
| expenses furnished in response to Part C - Question 4.a. This difference is t issuer."                                                                                                                                       | ne adjusted gross proceeds                       | to the \$1,230,000                                                                                             |
| 5. Indicate below the amount of the adjusted gross proceeds to the issuer us                                                                                                                                                 |                                                  |                                                                                                                |
| for each of the purposes shown. If the amount for any purpose is not known, check the box to the left of the estimate. The total of the payments listed must                                                                 |                                                  |                                                                                                                |
| proceeds to the issuer set forth in response to Part C - Question 4.b above.                                                                                                                                                 |                                                  | _                                                                                                              |
|                                                                                                                                                                                                                              |                                                  | Payments to Officers, Payments                                                                                 |
|                                                                                                                                                                                                                              |                                                  | Directors, & To Affiliates Others                                                                              |
| Salaries and fees                                                                                                                                                                                                            |                                                  | []\$\$                                                                                                         |
| Purchase of real estate                                                                                                                                                                                                      |                                                  | []\$\$                                                                                                         |
| Purchase, rental or leasing and installation of machinery and equipment                                                                                                                                                      |                                                  | []\$\$                                                                                                         |
| Construction or leasing of plant buildings and facilities                                                                                                                                                                    |                                                  | []\$\$                                                                                                         |
| Acquisition of other businesses (including the value of<br>securities involved in this offering that may be used in                                                                                                          |                                                  | (16 []                                                                                                         |
| exchange for the assets or securities of another issuer pursuant to a merger)                                                                                                                                                |                                                  | []\$\$                                                                                                         |
| Repayment of indebtedness                                                                                                                                                                                                    |                                                  | []\$                                                                                                           |
| Working capital                                                                                                                                                                                                              |                                                  | []                                                                                                             |
| •                                                                                                                                                                                                                            |                                                  | 3                                                                                                              |
| Other (specify):DRILLING COSTS_AND COMPLETION COSTS                                                                                                                                                                          |                                                  | [X] <u>\$1,238,600</u> \$                                                                                      |
|                                                                                                                                                                                                                              |                                                  | []\$                                                                                                           |
| Column Totals                                                                                                                                                                                                                |                                                  |                                                                                                                |
|                                                                                                                                                                                                                              |                                                  | \$1,238,600\$                                                                                                  |
| Total Payments Listed (column totals added)                                                                                                                                                                                  |                                                  | \$1,238,600                                                                                                    |
| D. FEDERAL SIGNATURE                                                                                                                                                                                                         |                                                  |                                                                                                                |
| The issuer has duly caused this notice to be signed by the undersigned duly                                                                                                                                                  | authorized person. If this no                    | tice is filed under                                                                                            |
| <u>Rule 505</u> , the following signature constitutes an undertaking by the issuer to<br>Commission, upon written request of its staff, the information furnished by th<br>pursuant to paragraph (b)(2) of <u>Rule 502</u> . |                                                  |                                                                                                                |
| Issuer (Print or Type)                                                                                                                                                                                                       | Signature (\)                                    | 1 Date                                                                                                         |
|                                                                                                                                                                                                                              | Mallak                                           | and//                                                                                                          |
| HEARTLAND-PRAIRIE FIRE NO. 1, GP                                                                                                                                                                                             | 111119                                           | 10-18-04                                                                                                       |
| Name of Signer (Print or Type)                                                                                                                                                                                               | Title of Signer (Print or                        | <b>//</b> pe)                                                                                                  |
| MARK HAYNES                                                                                                                                                                                                                  | PRESIDENT                                        |                                                                                                                |
|                                                                                                                                                                                                                              | a ta a san an a | tive mandre i meta una de construir de la cons |

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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

## E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No [ ] [ X ]"

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| Issuer (Print or Type)           | Signature MANA Date   |
|----------------------------------|-----------------------|
| HEARTLAND-PRAIRIE FIRE NO. 1, GP | 10-18-0.              |
| Name of Signer (Print or Type)   | Title (Print or Type) |
| MARK HAYNES                      | PRESIDENT             |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## **APPENDIX**

| 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 2                                            | Adaptive to the second second second second second | 3                                                                              |                                | 4                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                              | <u> </u> | 5                                                                    | , , , , , , , , , , , , , , , , , , ,     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------|----------------------------------------------------------------------|-------------------------------------------|
| The state of the s | Intend<br>to non-ac<br>investors<br>(Part B- | credited in State                                  | Type of security and aggregate offering price offered in state (Part C-Item 1) | а                              | Type of involution of the Type of involved in the Type of the Type | ased in State                                |          | Disquali<br>under Sta<br>(if yes,<br>explana<br>waiver g<br>(Part E- | te ULOE<br>attach<br>ation of<br>tranted) |
| State                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Yes                                          | No                                                 | GENERAL PARTNERSHIP<br>\$1,248,600                                             | Number of Accredited Investors | Amount                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Number of<br>Non-<br>Accredited<br>Investors | Amount   | Yes                                                                  | No                                        |
| AL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                              | 1                                                  |                                                                                |                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                              |          |                                                                      |                                           |

| AK |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |              | <del></del>                                                                                                    | T              | ىچەدىنى چىزىدىنىدىنى يىسى يىسى<br>د                  |
|----|---------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|--------------|----------------------------------------------------------------------------------------------------------------|----------------|------------------------------------------------------|
| AZ | <del>-</del>                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       | +            |                                                                                                                | <del>-  </del> | الوبيعة ملي تجيين هجيد في                            |
| AR | $\overline{x}$                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | -2-                                   | 99,888       |                                                                                                                | <del></del>    |                                                      |
| CA | X                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | -4-                                   | 149,832      |                                                                                                                |                |                                                      |
| co | $\frac{\lambda}{x}$                   | 66                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 1                                     | 24,972       | 1                                                                                                              | 37M458         |                                                      |
| CT | ^_                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       | 24,972       |                                                                                                                | 3/101430       |                                                      |
|    | <del></del>                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       | <u> </u>     |                                                                                                                |                |                                                      |
| DE |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       | <u> </u>     |                                                                                                                |                |                                                      |
| DC |                                       | 46                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                       | 1 07 100     |                                                                                                                |                |                                                      |
| FL | X                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | -3-                                   | 87,402       |                                                                                                                |                |                                                      |
| GA | X                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | -1-                                   | 49,944       |                                                                                                                |                |                                                      |
| HI |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       | 4            |                                                                                                                | _              |                                                      |
| ID |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |              |                                                                                                                |                |                                                      |
| IL | Х                                     | "                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | -3-                                   | 99,888       |                                                                                                                |                |                                                      |
| IN |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |              |                                                                                                                |                |                                                      |
| IA |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |              |                                                                                                                |                |                                                      |
| KS |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |              |                                                                                                                |                |                                                      |
| KY | X                                     | 66                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | -1-                                   | 49,944       | -1-                                                                                                            | 12,486         |                                                      |
| LA |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |              | on the state of the |                |                                                      |
| ME |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |              | به نند پرداند د نعسر نیز                                                                                       |                |                                                      |
| MD |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |              |                                                                                                                |                |                                                      |
| MA |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |              |                                                                                                                |                |                                                      |
| Мі | X                                     | • • • • • • • • • • • • • • • • • • • •                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | -1-                                   | 24,972       | and the second second                                                                                          |                |                                                      |
| MN | X                                     | •                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | -1-                                   | 12,486       |                                                                                                                |                |                                                      |
| MS | X                                     | "                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                       |              | 1                                                                                                              | 24,972         |                                                      |
| МО | X                                     | ٤٠                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | -1-                                   | 24,972       |                                                                                                                |                |                                                      |
| MT |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 1                                     |              |                                                                                                                |                |                                                      |
| NE |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |              | النظمة لفة مصيطة في النصيح ومناه وقايدات الانتفادة                                                             |                |                                                      |
| NV |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |              |                                                                                                                |                |                                                      |
| NH |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |              |                                                                                                                |                |                                                      |
| NJ |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       | T            |                                                                                                                |                |                                                      |
| NM |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |              |                                                                                                                |                |                                                      |
| NY | X                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 1                                     | 24,972       |                                                                                                                |                |                                                      |
| NC | X                                     | **                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | -1-`                                  | 49,944       |                                                                                                                |                | ***************************************              |
| ND | i i                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       | 1            |                                                                                                                | Ti Ti          |                                                      |
| ОН | X                                     | £ £                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | -3-                                   | 374,580s     |                                                                                                                | <del></del>    |                                                      |
| ОК |                                       | علاجية والمستنفسين والله المالية والمتاهات والمستحامة والمتعالية والمتعادمة والمتعادلة و |                                       |              |                                                                                                                | <del></del>    |                                                      |
| OR |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 1                                     |              | بزعتم لطيبها سكناك وبالمناصص أواسك                                                                             | <del></del>    |                                                      |
| PA |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 1                                     | <del></del>  |                                                                                                                | -              |                                                      |
| RI | · · · · · · · · · · · · · · · · · · · |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | -1                                    |              |                                                                                                                |                |                                                      |
| sc | X                                     | "                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | -2-                                   | 37,458       |                                                                                                                | +              |                                                      |
| SD |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       | 7,,,,,,,,    |                                                                                                                | +              |                                                      |
| TN | <del></del>                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       | -            |                                                                                                                |                |                                                      |
| TX | x                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | -1-                                   | 12,486       | <u> </u>                                                                                                       |                |                                                      |
| UT |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       | 12,700       |                                                                                                                |                |                                                      |
| VT |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | · · · · · · · · · · · · · · · · · · · | +            | <u> خون بهما در </u>                                                       |                |                                                      |
| VA | x                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       | +            | 1                                                                                                              | 49,944         | ·                                                    |
| WA |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       | <del> </del> | 1<br>                                                                                                          | 49,544         |                                                      |
| WV | +                                     | <u> </u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                       | 1            |                                                                                                                |                |                                                      |
|    | <del></del>                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |              |                                                                                                                |                |                                                      |
| WI |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       | <u> </u>     |                                                                                                                |                |                                                      |
| WY |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |              |                                                                                                                |                |                                                      |
| PR |                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 1                                     | 1            | فغرين اوزاد محرب فرسمت فريس الفاضعان                                                                           | 1              | !<br>خوارا، چا انطن رایی جاکات کورور پایستان در در . |

http://www.sec.gov/divisions/corpfin/forms/formd.htm